

# ERGOMED PLC

## NOTICE OF ANNUAL GENERAL MEETING

### THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to what action to take, you should consult your stockbroker, solicitor, accountant or other appropriate independent professional adviser authorised under the Financial Services and Markets Act 2000. If you have sold or otherwise transferred all your shares in Ergomed plc, please forward this document and the accompanying form of proxy to the person through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

Notice is hereby given that the Annual General Meeting of Ergomed plc (the "**Company**") will be held at the offices of Covington & Burling LLP, 265 Strand, London WC2R 1BH at 9.30 am on 27 June 2016 to consider, and if thought fit, to pass the following resolutions. It is intended to propose resolutions 6, 7 and 8 as special resolutions. All other resolutions will be proposed as ordinary resolutions.

#### Ordinary business

1. To receive and adopt the accounts for the financial year ended 31 December 2015, together with the reports of the directors and auditor thereon.
2. To re-appoint Deloitte LLP as auditor of the Company from the conclusion of the meeting until the conclusion of the next Annual General Meeting of the Company at which accounts are laid and to authorise the directors to determine their remuneration.
3. To re-appoint Andrew Mackie as a director who, having been appointed by the Board in accordance with Article 30.2 of the Company's Articles of Association, is retiring and, being eligible, is offering himself for re-appointment.
4. To re-appoint Stephen Stamp as a director who, having been appointed by the Board in accordance with Article 30.2 of the Company's Articles of Association, is retiring and, being eligible, is offering himself for re-appointment.
5. To re-appoint Miroslav Reljanovic as a director who, in accordance with Article 35 of the Company's Articles of Association, is retiring by rotation and, being eligible, is offering himself for re-appointment.

#### Special business

6. That the directors be and they are hereby generally and unconditionally authorised, pursuant to Section 551 of the Companies Act 2006 (the "**Companies Act**"), to exercise all the powers of the Company:
  - 6.1 to allot shares and grant rights to subscribe for, or convert any security into, such shares (all of which transactions are hereafter referred to as an allotment of "**relevant securities**") up to an aggregate nominal amount of £132,419.67 (being 33% of the Company's issued share capital); and
  - 6.2 to allot further equity securities (within the meaning of Section 560(1) of the Companies Act) up to an aggregate nominal amount of £132,419.67 (being 33% of the Company's issued share capital) in connection with a rights issue in favour of shareholders where the equity securities respectively attributable to the interest of the shareholders are as proportionate (as nearly as practicable) to the respective numbers of ordinary shares held by them, which satisfies the condition and may be subject to all or any of the exclusions specified in paragraph 7.1(a) of resolution 7.

The authority conferred by this resolution shall expire (unless previously revoked or varied by the Company in general meeting) at the conclusion of the next Annual General Meeting of the Company or the date 15 months from the date of passing of this resolution, whichever is the earlier, save that the Company may before such expiry, revocation or variation make an offer or agreement which would or might require relevant securities to be allotted after such expiry, revocation or variation and the directors may allot relevant securities pursuant to such offer or agreement as if the authority hereby conferred had not expired or been revoked or varied. This authority is in substitution for any and all authorities previously conferred on the directors for the purposes of Section 551 of the Companies Act.

## **7. That:**

7.1 the directors be given power subject to the passing of resolution 6 and in accordance with Section 570 of the Companies Act, to allot equity securities (as defined in Section 560 of the Companies Act) for cash pursuant to the authority conferred on them by that resolution under Section 551 of the Companies Act as if Section 561 of the Companies Act did not apply to the allotment but this power shall be limited to:

- (a) the allotment of equity securities in connection with an offer or issue of equity securities (but in the case of the authority granted under paragraph 6.2 of resolution 6 by way of a rights issue only) to or in favour of:
  - (i) holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and
  - (ii) holders of other equity securities if this is required by the rights of those securities or, if the directors consider it necessary, as permitted by the rights of those securities, and so that the directors may make such exclusions or other arrangements as they consider expedient or necessary in relation to fractional entitlements, record dates, shares represented by depositary receipts, legal or practical problems under the laws in any territory or the requirements of any relevant regulatory body or stock exchange or any other matter; and
- (b) the allotment of equity securities for cash pursuant to the authority granted under paragraph 6.1 of resolution 6 (otherwise than under paragraph (a) above) up to a maximum nominal amount of £19,862.95, which represents 5% of the Company's presently issued shares;

7.2 the power conferred by this resolution is subject to the continuance of the authority conferred by resolution 6 and shall expire (unless previously revoked or varied by the Company in general meeting) at the conclusion of the next annual general meeting of the Company or the date 15 months from the date of passing of this resolution, whichever is the earlier, save that the Company may before such expiry, revocation or variation make an offer or agreement which would or might require equity securities to be allotted after such expiry, revocation or variation and the directors may allot equity securities pursuant to such offer or agreement as if the power hereby conferred had not expired or been revoked or varied. This power is in substitution for any and all powers previously conferred on the directors under Section 570 of the Companies Act.

## **8. That:**

8.1 the directors be given power subject to the passing of resolution 6 and in accordance with Section 570 of the Companies Act, to allot equity securities (as defined in Section 560 of the Companies Act) for cash pursuant to the authority conferred on them by that resolution under Section 551 of the Companies Act as if Section 561 of the Companies Act did not apply to the allotment but this power shall be limited to the allotment of equity securities for cash pursuant to the authority granted under paragraph 6.1 of resolution 6 up to a maximum nominal amount of £19,862.95, which represents 5% of presently issued shares (in addition to the 5% pursuant to paragraph 7.1(b) above) in connection with an acquisition or specified capital investment;

8.2 the power conferred by this resolution is subject to the continuance of the authority conferred by resolution 6 and shall expire (unless previously revoked or varied by the Company in general meeting) at the conclusion of the next Annual General Meeting of the Company or the date 15 months from the date of passing of this resolution, whichever is the earlier, save that the Company may before such expiry, revocation or variation make an offer or agreement which would or might require equity securities to be allotted after such expiry, revocation or variation and the directors may allot equity securities pursuant to such offer or agreement as if the power hereby conferred had not expired or been revoked or varied. This power is in substitution for any and all powers previously conferred on the directors under Section 570 of the Companies Act.

Your board believes that the resolutions to be proposed at the Annual General Meeting are in the best interests of the Company and its shareholders as a whole. Accordingly the directors unanimously recommend that the shareholders vote in favour of the resolutions, as they intend to do in respect of their own beneficial holdings of shares in the Company.

## **BY ORDER OF THE BOARD**

### **Rolf Stahel**

Registered office  
26-28 Frederick Sanger Road  
Surrey Research Park  
Guildford  
Surrey GU2 7YD

2 June 2016

## Explanatory notes to the notice of Annual General Meeting

### Proxies

1. A form of proxy is enclosed for your use.
2. A member of the Company entitled to attend and vote at the meeting may appoint one or more proxies to exercise all or any of his rights to attend, to speak and to vote on his/her behalf. A proxy need not be a member of the Company. A member may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him or her. Each such proxy will have the right to vote on a poll in respect of the number of votes attaching to the number of shares in respect of which the proxy has been appointed. Where more than one joint member purports to appoint a proxy in respect of the same shares, only the appointment by the most senior member will be accepted as determined by the order in which their names appear in the Company's register of members. If you wish your proxy to speak at the meeting, you should appoint a proxy other than the chairman of the meeting and give your instructions to that proxy. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a duly certified copy of that power or other authority (if any), must be completed, signed and deposited with the Company's registrars, Share Registrars Limited, Suite E, First Floor, 9 Lion & Lamb Yard, Farnham, Surrey GU9 7LL, not later than 48 hours before the time of the meeting, or in the case of a poll taken subsequently to the date of the meeting, or any adjournment thereof, not less than 24 hours (excluding any part of a day that is not a business day) before the time appointed for the taking of the poll. Members who intend to appoint more than one proxy can obtain additional forms of proxy from Share Registrars Limited. Alternatively, the form provided may be photocopied prior to completion. The forms of proxy should be returned in the same envelope and each should indicate that it is one or more than one appointments being made. If you are a CREST member, see note 6 below.
3. An abstention option has been included on the form of proxy. The legal effect of choosing the abstention option on any resolution is that the member concerned will be treated as not having voted on the relevant resolution. The number of votes in respect of which there are abstentions will however be counted and recorded, but disregarded in calculating the number of votes for or against each resolution.
4. Completion of a form of proxy or any CREST Proxy Instruction will not preclude a member from attending and voting in person at the meeting or any adjournment thereof should he/she wish to do so.
5. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the company specifies that only those shareholders registered in the register of members of the Company as at 9.30am on 25 June 2016 or, in the event that the meeting is adjourned, in the register of members of the Company not later than 48 hours (excluding any part of a day that is not a business day) before the time of the adjourned meeting, shall be entitled to attend and vote (whether in person or by proxy) at the Annual General Meeting in respect of the number of shares registered in their name at the relevant time. Subsequent changes to entries on the relevant register of securities will be disregarded in determining the rights of any person to attend or vote at the meeting or any adjourned meeting (as the case may be).
6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting to be held on 27 June 2016 at 9.30am and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST). The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must be transmitted so as to be received by the company's agent, Share Registrars Limited (CREST Participant ID: 7RA36), no later than 48 hours before the time appointed for the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. CREST members and, where applicable, their CREST sponsor or voting service provider should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsor or voting service provider are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
7. Any corporation that is a member can appoint one or more corporate representatives who have one vote each on a show of hands and otherwise may exercise on its behalf all of its powers as a member provided that they do not do so in different ways in relation to the same shares.

8. Members, proxies and authorised representatives will be required to provide their names and addresses for verification against the register of members and proxy appointments received by the Company before entering the meeting. Each authorised representative must produce proof of his or her appointment, in the form of the actual appointment or a certified copy. Other than this, there are no procedures with which any such persons must comply in order to attend and vote at the meeting.
9. Members, proxies and authorised representatives may raise questions at the meeting concerning any business being dealt with at the meeting and will receive answers, except that a question need not be answered where it would interfere unduly with the conduct of the meeting, would involve the disclosure of confidential information, where the answer has already been given on a website in the form of an answer to a question or where it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

#### **Communication**

10. You may not use any electronic address (within the meaning of Section 333(4) of the Companies Act 2006) provided in this Notice of Meeting (or in any related documents including the form of proxy) to communicate with the company for any purposes other than those expressly stated.

#### **Explanatory notes to certain of the resolutions**

11. For the benefit of shareholders we provide the following notes concerning some of the resolutions to be placed before them at the Annual General Meeting.

#### **Resolutions 6, 7 and 8**

Your directors may only allot shares or grant rights over shares if authorised to do so by the shareholders. Your directors also require additional authority from shareholders to allot shares or grant rights over shares where they propose to do so for cash or otherwise than to existing shareholders pro rata to their holdings. The existing authorities were granted on 19 June 2015 and those authorities are due to expire at the company's Annual General Meeting in 2016 or on 18 September 2016, whichever is the earlier, and therefore require renewal. These resolutions, if passed, will continue to give the directors flexibility to act in the best interest of the shareholders, when the opportunity arises, by issuing new shares. Resolution 6 will therefore be proposed as an ordinary resolution to grant a new authority to allot unissued share capital up to an aggregate nominal value of £132,419.67 representing 33% of the issued ordinary share capital, and a further authority to allot an additional 33% of the company's issued share capital provided that such allotment is reserved for rights issues in accordance with the Investment Association (previously the Association of British Insurers (ABI)) Guidelines. This authority, if given, will expire on the earlier of the conclusion of the next Annual General Meeting in 2017 or on the date which is 15 months after the relevant resolution is passed.

**Resolution 7** will be proposed as a special resolution to disapply statutory pre-emption rights in respect of the allotment or granting of rights over shares for cash. The authority will be limited to an offer to existing shareholders pro-rata to their holdings and the issue of shares to a maximum aggregate nominal value of £19,862.95, being 5% of the issued ordinary share capital. This authority, if given, will expire on the earlier of the conclusion of the next Annual General Meeting in 2017 or on the date which is 15 months after the relevant resolution is passed.

**Resolution 8** will be proposed as a special resolution to, in addition to resolution 7, disapply statutory pre-emption rights in respect of the allotment or granting of rights over shares for cash. The authority will be limited to shares to a maximum aggregate nominal value of £19,862.95, being 5% of the issued ordinary share capital, in connection with an acquisition or specified capital investment. This authority, if given, will expire on the earlier of the conclusion of the next Annual General Meeting in 2017 or on the date which is 15 months after the relevant resolution is passed.